

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1348.
FILED, SEPTEMBER 1st. 1965.

MONETA PORCUPINE MINES, LIMITED

Full corporate name of Company
Incorporated under the Laws of the Province of Ontario
by Letters Patent dated October 14, 1910

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 1203.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Changes in the investment portfolio of the Company including purchase on July 26, 1965 subject to approval of shareholders of 700,000 shares Peso Silver Mines Ltd. from Charter Oil Company Limited at \$1.50 per share
2. Head office address and any other office address.	Head office - Suite 1502, 320 Bay Street, Toronto, Ontario Executive office - 420, 475 Howe St., Vancouver, B.C.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>Chairman & Director Henry M. Beaumont 4252 Gloucester Dr. Calgary, Alberta</p> <p>Solicitor, Partner in the firm of Nesbitt, Beaumont, Proctor Westerberg, & McMeekin, Calgary, Alberta</p> <p>President & Director Paul G. Berliz Rideau Towers, Calgary, Alberta</p> <p>Executive Vice-President, Canadawide Investments Limited; since April, 1963, President, Charter Oil Company Limited; since December 1963, Chairman of the Board, Peso Silver Mines Limited.</p> <p>Vice President Avery Stone 1281 Broughton St., Apt. 602, Vancouver, B. C.</p> <p>Certified Public Account, U.S. Treasury Department; since July 1964 Executive Vice President, Peso Silver Mines Limited.</p> <p>Secretary-Treasurer A. Elmer Proznick 5638 McKenzie St. Vancouver 13, B. C.</p> <p>Chartered Accountant, since February 1965, Secretary-Treasurer Moneta Porcupine Mines, Limited.</p> <p>Comptroller Robert A. McCullough 3634 13A St. S.W. Calgary, Alberta</p> <p>Secretary-Treasurer and Manager of Charter Oil Company Limited; since October 1964 Comptroller of Moneta Porcupine Mines, Limited</p> <p>Director Jacques Beique 9135 LaSalle Blvd., Lachine, Que.</p> <p>Advocate, Montreal, P.Q., Director: Guardian Trust Company, Canadawide Investments Ltd., Charter Oil Company Limited.</p> <p>Director J. Scott Rattray 55 Pine Crescent, Toronto 8, Ontario</p> <p>Since 1962 Partner in investment firm Jenkin Evans & Co. Ltd.; formerly Director of Publicity, Toronto Stock Exchange</p> <p>Director J. Douglas Streit, 99 Arjay Crescent, Willowdale, Ont.</p> <p>P.Eng. Director of: Yellowknife Bear Mines Ltd., Midcon Oil & Gas Ltd.; President and Director of: New Alger Mines Ltd., Quebec Mattagami Mines Ltd. Director, J. Bradley Streit & Co. Ltd.</p> <p>Note: J. Douglas Streit was elected a director in the place and stead of C. S. Walker in July, 1965. A. Elmer Proznick was elected Secretary-Treasurer in the place and stead of Elsie E. Ritchie in February, 1965.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 3,000,000 shares of a par value of \$1.00 each Issued and outstanding - 2,663,860 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	5-3/4% demand note payable to the Royal Bank of Canada Montreal in the amount of \$595,141 secured by 445,600 Alminex Limited shares and 250,000 Peso Silver Mines Limited shares.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	An aggregate of 80,000 shares of the Company's unissued capital stock has been reserved for options at 80¢ per share to directors, officers, and employees of the Company. No specific options have been granted in respect of these shares.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company intends to invest its funds in the shares of other mining companies and in mineral exploration and development either alone or in conjunction with others as appears warranted from time to time.</p> <p>There has been no sale of treasury shares, and no such sale is contemplated.</p>
10. Brief statement of company's chief development work during past year.	The Company has participated in various syndicates with exploration activities in Langmuir and Kidd Townships, Ontario, and the Denali area of Alaska. Reference is made to Schedule "A" for the report of Consulting Geologist Douglas D. Campbell re Peso Silver Mines Ltd., in which the Company is a substantial shareholder. See Schedule "A" on pages 6 and 7.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Charter Oil Company Limited, 111 Petroleum Bldg., Calgary, Alberta 700,000 shares Peso Silver Mines Limited for a total consideration of \$1,050,000.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	<p>Canadawide Investments Ltd., Rideau Towers, Calgary, Alberta owns 53% of Charter Oil Company Limited.</p> <p>Paul O. Berlitz, Rideau Towers, Calgary, Alberta owns 43-1/3% of the shares of Canadawide Investments Ltd.</p> <p>Anlagebank, Zurich, Switzerland owns the remaining 56-2/3% of Canadawide Investments Ltd.</p>
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	No escrowed shares
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Schedule II
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	<p>Charter Oil Company Limited, 111 Petroleum Bldg., Calgary, Alberta.</p> <p>Canadawide Investments Limited, Rideau Towers, Calgary, Alberta owns controlling interest in Charter Oil Company Limited. Paul O. Berlitz, Rideau Towers, Calgary, Alberta owns 43-1/3% of the shares of Canadawide Investments Limited; Anlagebank, Zurich, Switzerland owns the remaining 56-2/3% of Canadawide Investments Limited.</p>

17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.

Schedule of Investments as at June 30, 1965

S H A R E S

Number of Shares		Cost	Market Value*
448372	Alminex Limited	\$ 605,752	\$1,771,067
591550	Peso Silver Mines Limited (N.P.L.)	1,237,676	739,438
9000	Charter Oil Company Limited	17,345	25,200
67900	Quebec Mattagami Minerals Limited	18,194	13,580
19740	** Brown-McDade Mines Limited	4,855	6,909
1000	General Aniline Film Corp.	33,824	27,432
	Other	16,336	-
		\$1,933,982	\$2,583,626

D E B E N T U R E S

\$296,000	Charter Oil Company Limited 5 3/4%	268,960	283,272
		\$2,202,942	\$2,866,898

- * Market value as at the close of July 2, 1965.
 ** 10,740 shares escrowed.

Schedule of other shares in Investment Portfolio at June 30, 1965

Shares		Amount
15000	Birocco Kirkland Mines Limited	\$ 1
27679	Caribbean Gold Mines Limited	1
72250	Queenston Gold Mines Limited	9,366
154000	Tofino Mines Limited	6,968
		\$ 16,336

Note: The 698,558 shares of Silmonac Mines Limited which the Company holds, are of nominal value and are not included in the investment portfolio.

Schedule Of Investment Transactions October 29, 1964 to August 5, 1965.

A M E N D E D

Purchases

Stocks		Amount
1000	Alminex Limited	\$ 4,300
9000	Brown-McDade Mines Limited	4,048
2300	Charter Oil Company Limited	4,481
1000	General Aniline and Film Corp.	33,824
1253450	Peso Silver Mines Limited	2,206,404
72250	Queenston Gold Mines Limited	9,366
105000	Tofino Mines Limited	3,293

Debentures

\$220,000	Charter Oil Company Limited 5 3/4% debentures due August 1, 1972.	200,200
		\$ 2,465,916

Sales

Stocks		
95014	Alminex Limited	\$ 381,420
6150	Canadian Gas and Energy Fund	54,182
18650	Canadian Gas and Energy Fund Wts.	50,355
216038	Delnite Mines Limited	180,312
850	Dome Mines Limited	31,773
300	General Aniline and Film Corp.	7,985
500	McIntyre Porcupine Mines Limited	40,780
1250	Newmont Mining Corporation	61,514
200	Peso Silver Mines Limited	398
2000	Teck Corporation	10,790
100	Canada Packers Limited "B"	7,252
465	International Paper Company Limited	18,395

Debentures

\$ 3,500	Quebec Natural Gas Corporation 5 3/4% April 1, 1985.	3,368
34,500	Trans Canada Pipe Lines Limited 5.85% January 1, 1987.	34,835
17,500	Trans Canada Pipe Lines Limited 5% June 1, 1988.	28,695
150,000	Charter Oil Company Limited 5 3/4% debentures due August 1, 1972.	142,500
		\$ 1,054,554

Note: All stock transactions were executed through investment dealers or through the Stock Exchange with the exception of the following private transactions:-

- 1,200,000 Peso Silver Mines Limited shares purchased from Charter Oil Company Limited.
- 900 Peso Silver Mines Limited shares received as a stock dividend.
- \$150,000 Charter Oil Company Limited debentures were sold to Charter Oil Company Limited.

FINANCIAL STATEMENTS

MONETA PORCUPINE MINES, LIMITED
(Incorporated under the laws of Ontario)

Balance Sheet as at June 30, 1965
(Unaudited)

A S S E T S

CURRENT ASSETS

Cash	\$ 3,480
Accounts receivable and accrued interest	62,329
Notes receivable from affiliated company(2)	1,081,006
Prepaid expenses	1,269

\$1,148,084

INVESTMENTS, at cost (market \$2,866,898 per schedule 1)

2,202,942

FIXED ASSETS

Buildings and equipment, at cost	24,310
Less Accumulated depreciation	20,967
	3,343
Mining properties, at nominal value	1

3,344

\$3,354,370

L I A B I L I T I E S

CURRENT LIABILITIES

Accounts payable and accrued expenses	\$ 43,793
Bank loan, secured (note 1)	595,141

\$ 638,934

SHAREHOLDERS' EQUITY

Capital Stock	
Authorized - 3,000,000 shares of a par value of \$1.00 each	
Issued - 2,663,860	2,663,860
Less Net discount thereon	880,891
	1,782,969
Retained earnings, per statement attached	932,467

2,715,436

APPROVED ON BEHALF OF THE BOARD:

Harry Stone Director
W. S. Seely Director

\$3,354,370

- Note 1: The bank loan is secured by
445,600 shares of Alminex Limited
and 250,000 shares of Peso Silver Mines Limited.
- 2: Represents demand notes of Charter Oil Company Limited bearing interest at 6% per annum, secured by 700,000 shares Peso Silver Mines Limited, and issued on dates and amounts as follows:
- | | |
|---------------|-------------|
| Nov. 6, 1964 | \$500,000 |
| Nov. 12, 1964 | \$500,000 |
| Nov. 24, 1964 | \$ 81,006 |
| Total: | \$1,081,006 |

(Reduced \$1,050,000 by reason of the transaction referred to in Item 1 of the Filing Statement.)

MONETA PORCUPINE MINES, LIMITED

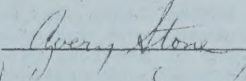
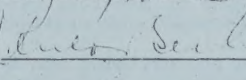
Statement of Income and Retained Earnings
For The Six Months Ended June 30, 1965

INCOME		
Income from investments		\$ 68,765
Other		947
		<u>69,712</u>
EXPENSES		
Administration	\$ 21,768	
Exploration	43,453	
Property maintenance	420	
Interest on bank loan	<u>24,587</u>	
		<u>90,228</u>
	Net loss for the period	20,516
RETAINED EARNINGS DECEMBER 31, 1964		<u>763,479</u>
		<u>742,963</u>
Add Net appreciation realized on investments		
	222,502	
Deduct Payment on employment contracts		
	\$19,200	
Other non-recurring items		
	<u>13,798</u>	
	<u>32,998</u>	
		<u>189,504</u>
RETAINED EARNINGS JUNE 30, 1965		<u>\$932,467</u>

Statement of Source and Application of Funds
For the Six Months ended June 30, 1965

SOURCE OF FUNDS		
Working capital at December 31, 1964		\$284,804
Net gain on the sale of investments		222,502
Sale of investments, less gain		185,399
Proceeds on sale of fixed assets		2,174
Other		934
		<u>\$695,813</u>
APPLICATION OF FUNDS		
Net loss for the period	\$ 20,516	
Less Non cash expenses	<u>169</u>	
		\$ 20,347
Purchase of investments		38,049
Expenses written off to retained earnings		32,998
Marketable securities transferred to investments		95,269
Working capital at June 30, 1965		<u>509,150</u>
		<u>\$695,813</u>

APPROVED ON BEHALF OF THE BOARD:

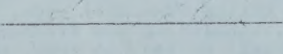

 Director
 Director

Material Changes in Balance Sheet Items
Since June 30, 1965

CURRENT ASSETS		
Notes receivable	Decrease	\$903,218
INVESTMENTS		
	Increase	\$903,218

The above represents purchase of 700,000 shares of Paso Silver Mines Limited at \$1.50 per share for a total consideration of \$1,050,000, and sale of \$150,000 Charter Oil Company Limited 5-3/4% debentures at \$95. plus accrued interest, for a total consideration of \$146,782.

APPROVED ON BEHALF OF THE BOARD:

 Director
 Director

Dated the 6th day of August, 1965.

ENGINEER'S REPORT

Note:- The following is a report by D. D. Campbell, B. A. Sc.,
Ph. D., P. Eng., dated August 5th, 1965 on mining claims
located in Mayo and Mt. Nansen districts of the Yukon Territory.

Mr. Paul Berliz,
President,
Peso Silver Mines Limited,
475 Howe Street,
Vancouver 1, B.C.

Dear Sir:

On assignment from your company the writer has for the past year acted as consulting geologist for the Peso operations in the Yukon Territory and during that time has examined all the Peso properties, either totally or wholly owned, in both the Mayo and Mt. Nansen districts of the Yukon.

The following is a summary report of the geology and potential of the Peso properties, together with recommendations for development.

DESCRIPTION OF PROPERTIES: Peso Silver Mines Ltd. owns the Peso Rex Mine, the Rio Plata Mine and the Duncan Ladue Mine in the Mayo District, Y.T. The Rex mine has been developed on one level at two locations by several thousand feet of underground drifting, diamond drilling and by three raises. The Rio Plata mine has been developed on two levels by about one thousand feet of drifting as well as a few hundred feet of diamond drilling. The Duncan Ladue has been developed by surface stripping and limited underground work. The Rex is located 20 miles northwest of Mayo, Y.T., and Rio Plata and Duncan Ladue are located 30 miles northwest of Mayo, adjacent to United Keno Hill Mines Ltd. All are reached by all-weather roads. These three properties include a total of 147 mineral claims.

Peso Silver Mines Ltd. also has sixty per cent. interest in the Shanghai and the Mt. Haldane properties, located on all-weather roads between Rex and United Keno Hill, Y.T. The Shanghai has been explored by about 1,500 feet of drift and 2,000 feet of diamond drilling and includes 20 mineral claims. Mt. Haldane has been explored by about 700 feet of drifts on three levels and includes 30 mineral claims.

In addition, Peso Silver Mines Ltd. holds 625 other mineral claims in the Mayo district, most of which have good geological potential for exploration.

In the Mt. Nansen District, 30 miles west of Carmacks, Y.T., Peso Silver Mines Ltd. holds sixty per cent. interest in Mt. Nansen Mines Ltd. and fifty per cent. interest in Brown-McDade Mines Ltd. Mt. Nansen Mines Ltd. is presently being developed by two adit levels on two vein zones which have a total of about 2,000 feet of drifting to date. The Brown-McDade mine is developed by 1,200 feet of drift on one level. Surface stripping and drilling has been extensive on all properties. Mt. Nansen Mines includes 269 mineral claims and Brown-McDade 70. The properties are reached from the highway at Carmacks via 20 miles of all-weather road and 20 miles of winter tote road.

HISTORY: Rio Plata, Duncan Ladue and Mt. Haldane are old properties whose underground work was begun prior to World War II and all of which was done by previous owners. All properties have been rehabilitated, re-mapped and drilled by Peso Silver Mines Ltd.

Surface stripping and drilling was begun on the Rex property in 1962 and on the Shanghai in 1963. The underground development was done in 1963-64 on both properties. All work has been done by Peso Silver Mines Ltd.

Surface cuts and prospecting by a number of earlier owners have exposed various vein systems at the Mt. Nansen property since World War I. In 1946-47 the underground work was done on the Brown-McDade. In 1962-63 a mining syndicate did comprehensive stripping and sampling of the Mt. Nansen veins. This programme was expanded by Peso Silver Mines in 1964 and that company, through Mount Nansen Mines Ltd., has done all the underground development in 1965.

GEOLOGY AND ORE RESERVES:

MAYO DISTRICT: The Rex mine has a proven and indicated reserve of about 60,000 tons of silver-lead ore grading 20-35 oz. Ag and 5-7% Pb per ton. The potential of the deposit above the existing level appears to be about 200,000 tons while the potential below remains unexplored. The ore occurs as vein material in wide, complex shear zones. The ore minerals are galena, freibergite, sphalerite and jamesonite.

The Rio Plata mine has developed and indicated at least three ore shoots on two vein structures for a total proven and indicated reserve of about 50,000 tons grading about 30 oz Ag/ton, plus appreciable percentages of lead and zinc. The veins are about three feet wide and are the United Keno Hill type, the principal ore minerals being galena, sphalerite and freibergite. The potential of the property could well be 100,000 tons, but this has not been explored.

The Duncan Ladue ore is identical to the United Keno Hill in type and occurrence. Analysis of the property is not yet complete, therefore the ore reserves are not yet known, but at least 10,000 tons of high-grade silver ore seem assured.

Both the Shanghai and the Mt. Haldane ore is of the United Keno Hill type, i.e., high silver values in galena and freibergite in mineralized vein and shear zones. Development is still at a very early stage in both mines, but indications to date are that both show excellent potential to become good producers.

MT. NANSEN DISTRICT: The ore in all the deposits in the Mt. Nansen area is comprised of high gold and silver values associated with arsenopyrite disseminated in cherty quartz replacement veins along complex, but persistent, fracture and/or shear zones. Three major vein systems are being developed, the Webber, the Huestis and the Brown-McDade. To date, development has reasonably proven 70,000 tons of ore on the Webber and Huestis grading about \$44/ton gross in silver and gold. The potential of these two deposits, at depth and on extensions, would appear to be in the millions of tons. At the Brown-McDade about 200,000 tons of ore are proven and indicated at an average grade of about \$30-35 per ton. The potential appears to be comparable to the Webber and Huestis.

In addition, at least three other known veins with ore values on them occur on the property, but have not been explored.

ECONOMIC AND TECHNICAL FEASIBILITY FOR DEVELOPMENT:

MAYO DISTRICT: There is enough ore proven and indicated on the Mayo properties in the Mayo area, together with encouraging geological indications on all properties, to warrant the continued exploration and development of the properties with the objective of building up sufficient reserves to justify a common custom mill in the area. The average net profit from the grades of ores from all properties would be approximately \$20-25 per ton. At 250 tons per day, the operating profit would be about \$2 million per year.

MT. NANSEN DISTRICT: The Mt. Nansen properties are more extensively developed than those in the Mayo district. It is evident that if development continues to prove ore at the present rate, and there is no geological reason to believe it won't, then by the end of 1965 about 400,000-500,000 tons of ore grading about \$35-40 per ton (gross) will be proven and indicated on the Webber, the Huestis and the Brown-McDade. Such a reserve, together with the undeveloped good potential of the known ore structures along strike and at depth, would justify the installation of a 250-500 ton per day mill.

At 500 t/day at \$15 net per ton the operating profit for such an operation at Mt. Nansen would be \$2.7 million per year.

RECOMMENDATIONS AND COST ESTIMATE: The writer recommends the following to Peso Silver Mines Ltd. as development warranted by existing geological results and economic conditions:-

MAYO:

1.	Further exploration and development of all properties for a one-year period.	\$2,000,000
2.	Production preparation and mill construction based on the results of #1. (250 T/d mill)	2,000,000
	Total:-	<u>\$4,000,000</u>

MT. NANSEN:

1.	Continued underground development at Huestis, Webber and Brown-McDade to December, 1965.	\$ 600,000
2.	Feasibility studies, mill estimates and production preparation.	600,000
3.	Mill construction and pre-production expenses (500 T/d)	2,000,000
4.	Stope preparation and continued development.	1,000,000
	Total:-	<u>\$4,200,000</u>

AFFIDAVIT:

I, DOUGLAS D. CAMPBELL, with business and residential addresses in Vancouver, British Columbia, do hereby certify that:-

1. I am a Consulting Geological Engineer.
2. I am a Graduate of the University of British Columbia, (B.A.Sc., Geological Engineering, 1946) and of the California Institute of Technology, (Ph.D Economic Geology and Geophysics, 1955).
3. I am a registered Professional Engineer of the Province of British Columbia.
4. From 1946 until 1957 I was engaged in mining and mining exploration in Canada and the U.S.A. as geologist for a number of companies. I was Chief Geologist for Eldorado Mining & Refining Co. Ltd., when I retired in 1957 to begin private practice as a Consulting Geologist.
5. I personally have examined on numerous occasions all the properties held, wholly or in part, by Peso Silver Mines Ltd. and have assessed during the past year all reports, plans and other data concerning the development of these properties.
6. I have not received, nor do I expect to receive, any interest directly or indirectly in the properties or securities of Peso Silver Mines Ltd., or any associated companies.

RESPECTFULLY SUBMITTED,

Douglas D. Campbell, B.A.Sc., Ph.D., P.Eng.

Vancouver, B.C.
August 5, 1965.

18. Brief statement of any lawsuits pending or in process against company or its properties.

On November 6, 1964 the Company was named together with Cartier Oil of Timmins Ltd. in an action by Canadian Petrofina Ltd., Montreal, Que. for damages claimed as a result of a land subsidence on land formerly owned by the Company in the town of Timmins, Ont. The amount of damages claimed is \$50,000. The action is being contested by the Company; the Company is fully insured.

19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.

None

20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.

INTERLOCKING INTERESTS OF DIRECTORS AND OFFICERS

The following table indicates the number of shares held and the nature of the interests of Directors and Officers of Moneta Porcupine Mines, Limited, Peso Silver Mines Limited and Charter Oil Company Limited in each Company.

Name	Shares Held	Moneta	Shares Held	Peso	Shares Held	Charter
Henry Beaumont Calgary	1	Chairman Director	5,000	Director	1	Director
Paul O. Berliz Calgary	1	President Director	5,000 (Note 1)	Chairman (Note 1) Director		President Director
Avery Stone Vancouver	1	Vice-President Director	300	Exec. Vice- President Director Secretary- Treasurer	Nil	Vice-President Director
Jacques Beique Montreal	1	Director	5,250	-	2,501	Director
J. Scott Ratray Toronto	510	Director	100	-	Nil	-
J. Douglas Streit Toronto	100	Director	Nil	-	Nil	-
C. S. Walker Vancouver	Nil	-	(Note 2)	President Director	Nil	-
A. E. Proznick Vancouver	Nil	Secretary- Treasurer	Nil	-	Nil	-
R. A. McCullough Calgary	Nil	Comptroller	3,000	Comptroller	200	Secretary- Treasurer
S. J. Dumaresq Vancouver	Nil	-	100	Director	Nil	-
P. L. Whittall Vancouver	Nil	-	21,070	Director	Nil	-
A. E. Aho Vancouver	Nil	-	(Note 2)	Director	Nil	-
N. W. Johns Calgary	Nil	-	10,000	Director	1	Director
D. Grant Buchanan Calgary	Nil	-	1,750	Director	1	Director

Note 1: Mr. P. O. Berliz owns 43-1/3% of shares issued of Canadawide Investments Limited, which owns a controlling interest in Charter Oil Company Limited and also owns 500,000 shares of Moneta Porcupine Mines, Limited.

Note 2: Information as to the number of shares held is not available.

No shares are presently in the course of primary distribution to the public.

CERTIFICATE OF THE COMPANY

DATED August 6, 1965

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

MONETA PORCUPINE MINES, LIMITED.
"A. Stone" *Avery Stone*

CORPORATE
SEAL

"P. O. Berliz" *P. O. Berliz*
CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 295.
FILED, OCTOBER 1st. 1965.file for
MONETA PORCUPINE MINES, LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1348 dated August 6, 1965.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	Changes in the investment portfolio of the Company including the sale on Sept. 8, 1965 of 445,600 shares Alminex Ltd. for \$1,746,752 and purchase on September 16, 1965 of \$700,000 Government of Canada Bonds, 3-1/2% due Feb.1, 1966. See Schedule of Investment Transactions attached.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	At the Company's Annual Meeting of Shareholders held August 27, 1965 Mr. L. G. White, Vancouver, B. C. was elected a Director in the place and stead of Mr. Jacques Beique, Montreal, Quebec.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Repayment has been made of the demand note to Royal Bank of Canada, Montreal, in the amount of \$595,141 out of proceeds from sale of 445,600 shares Alminex Limited referred to in item #1.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Reference is made to Schedule of Investments attached.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	None

DATED September 28, 1965

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"A. Stone"

"P.O. Berliz"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

FINANCIAL STATEMENTS

MONETA PORCUPINE MINES, LIMITED

Statement Of Source And Application Of Funds For The Period July 1 To August 31, 1965

SOURCE OF FUNDS

Proceeds on the sale of investments, less gain shown in income	\$ 153,771
Reduction in working capital	937,730
	<u>\$1,091,501</u>

APPLICATION OF FUNDS

Purchase of investments	\$1,050,000
Net loss for the period	\$ 41,646
Less: Non-cash charges	<u>145</u>
	41,501
	<u>\$1,091,501</u>

APPROVED ON BEHALF OF THE BOARD:

Avery Stone Director

Erica Seely Director

MONETA PORCUPINE MINES, LIMITED

Schedule Of Investment Transactions
For The Period August 6 To September 24, 1965, Inclusive.

P U R C H A S E S

BONDS

\$700,000	Government of Canada 3 1/2% due February 1, 1966	\$ 698,180
	Accrued interest	<u>3,155</u>
		<u>\$ 701,335</u>

S A L E S

STOCKS

445,600	Alminex Limited	\$1,745,633
400	General Aniline and Film Corp. U.S	\$ 10,375

Note: The above transactions were with The Royal Bank of Canada, Toronto, except for the sales of 400 General Aniline & Film Corp. which were executed through the New York Stock Exchange.

MONETA PORCUPINE MINES, LIMITED

Schedule of Investments as at September 28, 1965.

S H A R E S

<u>Number of Shares</u>			<u>Cash</u>	<u>Market Value</u>
15,000		Birocco Kirkland Mines Limited	\$ 1	\$ -
19,740	*	Brown-McDade Mines Limited	4,855	3,158
27,679		Caribbean Gold Mines Limited	1	-
9,000		Charter Oil Company Limited	17,345	24,821
200	**	Gatineau Power Co. Limited	2	-
300		General Aniline and Film Corp.	10,147	8,274
1,291,550		Peso Silver Mines Limited	2,287,676	1,602,168
67,900		Quebec Mattagami Minerals Limited	18,194	15,617
72,250		Queenston Gold Mines Limited	9,366	10,115
154,000		Tofino Mines Limited	6,968	4,620
			<u>\$2,354,555</u>	<u>\$1,668,773</u>

B O N D S

\$700,000	Government of Canada 3 1/2% Due February 1, 1966.	\$ 698,180	\$ 698,337
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D E B E N T U R E S

\$146,000	Charter Oil Company Limited 5 3/4% Debentures due August 1, 1972.	\$ 132,460	\$ 139,722
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- * 10,740 shares escrowed
- ** Omitted from investment schedule
dated June 30, 1965.